

# HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

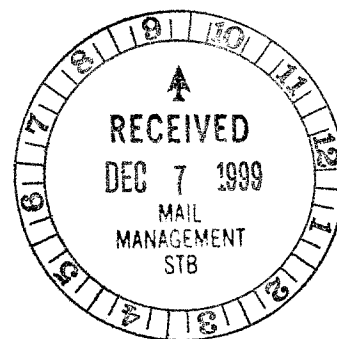
November 11, 1999

RECORDATION NO. 22040-A FILED

DEC 22 '99 18-47 AM

Mr. Vernon Williams  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Enclosed are two (2) originals of a Memorandum of Amendment to Lease dated April 30, 1999 ("**Memorandum**"), evidencing **Amendment No. 1**, dated April 30, 1999 to the Locomotive Lease Agreement dated March 6, 1998 between the following parties:

Lessor: Helm Financial Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Lessee: CSX Transportation, Inc.  
500 Water Street, J-430  
Jacksonville, FL 32202

The equipment involved in this transaction is as follows:

Equipment: Forty-one (41) locomotives, marks and numbers listed in Schedule A.1 to the Memorandum attached hereto.

Please file this Memorandum as a **supplementary** document to Recordation No. **22040** filed February 23, 1999 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

Yours truly,

A handwritten signature in cursive script that reads "Alison Drain".

Alison Drain  
Document Administrator

/ad  
Enclosures (2)

MEMORANDUM OF  
AMENDMENT TO LEASE

DEC 22 '99

18-47 AM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT OF LOCOMOTIVE LEASE AGREEMENT ("Memorandum") dated as of April 30, 1999 is intended to evidence the Amendment No. 1 dated as of April 30, 1999 to the Locomotive Lease Agreement dated as of March 6, 1998 ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee") for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the locomotives, more fully described in Schedule A.1. hereto ("Units"). Lessee leased from Lessor the Units at the rental and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

HELM FINANCIAL CORPORATION

BY: 

Print Name: Richard C. Kirchner

Title: President

LESSEE

CSX TRANSPORTATION, INC.

BY: Print Name: JOHN W. BASSOTitle: VICE PRESIDENT

CM

**SCHEDULE A.1.**

To the Locomotive Lease Agreement dated as of March 6, 1998, as amended, between Helm Financial Corporation and CSX Transportation, Inc.

**THE UNITS:**

	<b>Reporting Marks:</b>	<b>Type:</b>
1	HATX 423	GP40
2	HATX 425	GP40
3	HATX 426	GP40
4	HATX 427	GP40
5	HATX 428	GP40
6	HATX 429	GP40
7	HATX 430	GP40
8	HLCX 4000	GP40
9	HLCX 4002	GP40
10	HATX 519	GP40-2
11	HATX 520	GP40-2
12	HATX 521	GP40-2
13	HLCX 4200	GP40-2
14	HLCX 4202	GP40-2
15	HLCX 4300	GP40-3
16	HLCX 4301	GP40-3
17	HLCX 4415	GP40-3
18	HLCX 6200	SD40-2
19	HLCX 6201	SD40-2
20	HLCX 6203	SD40-2
21	HLCX 6214	SD40-2
22	HLCX 6400	SD40-2
23	HLCX 6075	SD40-3
24	HLCX 6079	SD40-3
25	HLCX 6081	SD40-3
26	HLCX 6082	SD40-3
27	HLCX 6084	SD40-3
28	HLCX 6085	SD40-3
29	HLCX 6501	SD40-3
30	HLCX 6503	SD40-3
31	HLCX 6509	SD40-3
32	HLCX 6510	SD40-3
33	HLCX 6511	SD40-3
34	HLCX 6513	SD40-3
35	HLCX 6514	SD40-3
36	HLCX 6515	SD40-3
37	HLCX 6516	SD40-3
38	HLCX 6517	SD40-3
39	HLCX 6519	SD40-3
40	HLCX 6520	SD40-3
41	HLCX 6600	SD40-3

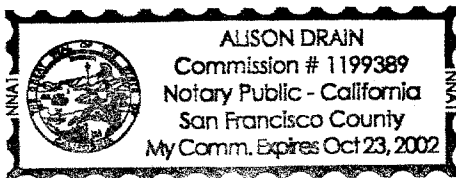
CW

STATE OF CALIFORNIA )  
 ) S.S.  
COUNTY OF SAN FRANCISCO )

On October 29<sup>th</sup>, 1999, before me, Alison Drain, personally  
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain  
SIGNATURE OF THE NOTARY

[Notarial Seal]

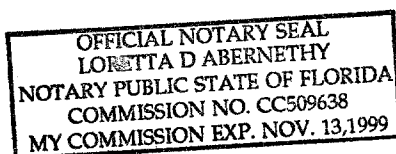
STATE OF FLORIDA )  
 ) S.S.  
COUNTY OF DUVAL )

On OCTOBER 29, 1999, before me, LORETTA D. ABERNETHY, personally  
appeared JOHN W. BASSO, VICE PRESIDENT of  
**CSX TRANSPORTATION, INC.**,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.

Witness my hand and official seal.



Loretta D. Abernethy  
SIGNATURE OF THE NOTARY

[Notarial Seal]

**LORETTA D. ABERNETHY**